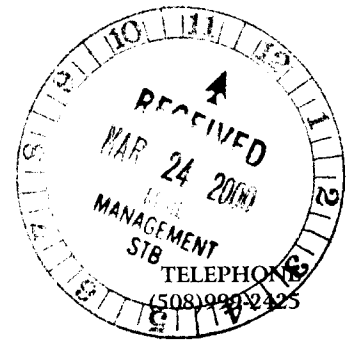


RUSSELL J. SOBRAL
ATTORNEY AT LAW
414 COUNTY STREET
NEW BEDFORD, MA 02740-5095

FAX
(508)993-9809



March 21, 2000

RECORDATION NO. 19745-A FILED

MAR 29 '00 18-44 AM

SURFACE TRANSPORTATION BOARD

Surface Transportation Board
1925 K Street Northwest
Suite 700
Washington, DC 20423

Re: Assignment of Security Interest

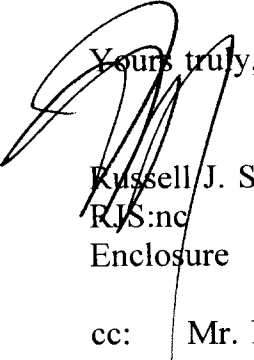
Dear Sir/Madam:

Enclosed for filing please find Assignment of Security Interest from Plymouth Savings Bank to Pierre M. Coll of 22 South Main St., P.O. Box 994, Carver, MA 02330. The Security Agreement to be assigned was originally granted by Cape Cod Railroad Corporation to Plymouth Savings Bank, is dated November 20, 1995 and was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303. The subject Security Agreement was filed on December 4, 1995 and was assigned the recordation number 19745.

I enclose my check in the amount of \$26.00 in payment of the recording fee and request that you acknowledge to me the receipt and recording of the Assignment.

Thank you for your attention to this matter.

Yours truly,



Russell J. Sobral
RJS:nc
Enclosure

cc: Mr. Pierre M. Coll

ASSIGNMENT OF SECURITY INTEREST

FOR GOOD AND VALUABLE CONSIDERATION, receipt and legal sufficiency of which are acknowledged, Plymouth Savings Bank (the "Assignor"), the secured party under a Security Agreement dated as of November 20, 1995, with Cape Cod Railroad Corporation (the "Security Agreement"), which was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on December 4, 1995 at 12:25 p.m., and assigned recordation number 19745, hereby assigns and transfers all of its right, title and interest in and to the Security Agreement to Pierre M. Coll (the "Assignee").

IN WITNESS WHEREOF, the Assignor has this 17th day of March, 2000 caused this Assignment to be executed and delivered under seal to the Assignee as a contract under seal in the Commonwealth of Massachusetts.



Plymouth Savings Bank
By: John Bermingham, Vice President

COMMONWEALTH OF MASSACHUSETTS

Plymouth, ss.

March 17, 2000

Then personally appeared the above referenced John Bermingham, Vice President of Plymouth Savings Bank and acknowledged the foregoing to be the free act and deed of Plymouth Savings Bank, before me,


Notary Public
My Commission Expires: 5-27-2005

RECORDATION NO. 19745-A FILED

MAR 29 '00 18:44 AM

SURFACE TRANSPORTATION BOARD